

Wood Brian K  
 Form 4  
 March 24, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Wood Brian K

(Last) (First) (Middle)  
 10350 ORMSBY PARK PLACE,  
 SUITE 300  
 (Street)

LOUISVILLE, KY 40223

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 VENTAS INC [VTR]

3. Date of Earliest Transaction (Month/Day/Year)  
 03/22/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 SVP-Tax

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/22/2010		M		5,781	A	\$ 21.57
Common Stock	03/22/2010		S <sup>(1)</sup>		2,500	D	\$ 48.58
Common Stock	03/22/2010		S <sup>(1)</sup>		224	D	\$ 48.581
Common Stock	03/22/2010		S <sup>(1)</sup>		1,657	D	\$ 48.59
Common Stock	03/22/2010		S <sup>(1)</sup>		1,400	D	\$ 48.591
							22,212.851
							(2)

Common Stock 2,527 I By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21.57	03/22/2010		M	5,781	02/27/2009 <sup>(3)</sup> 02/27/2019	Common Stock	5,781

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Brian K 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE, KY 40223				SVP-Tax

## Signatures

Brian K. Wood, By: T. Richard Riney, Attorney-In-Fact 03/24/2010

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 22, 2010, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I.

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- (2) Includes 24,994 shares acquired between February 24, 2010 and March 23, 2010 under the Ventas Employee and Director Stock Purchase Plan.
- (3) These options were part of a previously reported grant of 8,671 on February 27, 2009 by the Issuer to the Reporting Person that vested or vest in three equal annual installments on February 27, 2009, February 27, 2010 and February 27, 2011.
- (4) Represents total number of unexercised stock options held by the Reporting Person as of March 22, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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